

# HELM

## FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

### VIA AIR COURIER

June 27, 1997

Mr. Vernon Williams  
Secretary

Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 20744 FILED

JUN 30 '97

10-25 AM

JUN 30 10 25 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Full Maintenance Lease Agreement dated as of April 22, 1997 ("Memorandum of Lease") between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: CONSOL INC.  
1800 Washington Road  
Pittsburgh, PA 15241-1421

The equipment involved in this transaction is as follows:

Equipment: Thirty-five (35) open top coal gondola railcars, more fully described in Schedule A to the Memorandum of Lease.

Please file this agreement as a primary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

*PHapin*

Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

OFFICE OF THE SECRETARY

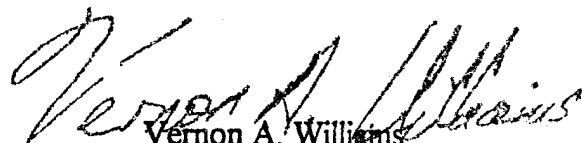
Patrick Hapin  
Document Administrator  
Helm Financial Corporation  
One Embarcadero Center, Ste. 3700  
San Francisco, CA., 94111

DATE: 6/30/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 6/30/97 ✓ at 10:25AM, and  
assigned recordation number(s). 20743, 20744, 19922-A and 20372-A.

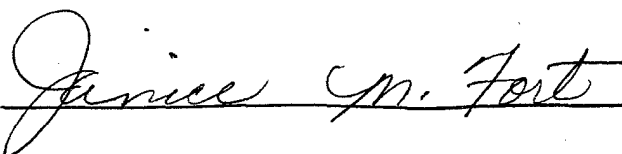
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 96.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 20744 FILED

JUN 30 '97

10-25 AM

**MEMORANDUM OF**  
**FULL MAINTENANCE LEASE AGREEMENT**

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of April 22, 1997 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of April 22, 1997 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CONSOL INC. a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

CONSOL INC.

By: 

Print Name: S. Galuschak

Its: Dir. - Admn. Services

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Thirty-five (35), 53'1", 4200 cubic foot, 102-ton capacity, roller bearing, single tub, Plate B, open top coal gondola railcars with rotary couplers; built by Berwick in 1977.

Unit Numbers:

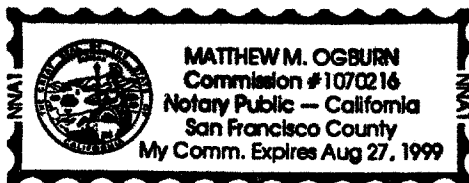
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HLMX 145415

STATE OF CALIFORNIA           )  
  ) S.S.  
COUNTY OF SAN FRANCISCO )

On June 6, 1997, before me, Matthew M. Ogburn, personally  
appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.



Witness my hand and official seal.

Matthew M. Ogburn  
SIGNATURE OF THE NOTARY

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA   )  
  ) S.S.  
COUNTY OF Allegheny            )

On June 10, 1997, before me, A NOTARY PUBLIC, personally  
appeared S. GALUSCHAK, \_\_\_\_\_ of CONSOL  
INC.,

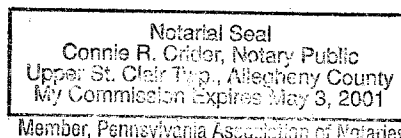
✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.

Witness my hand and official seal.

Connie R. Crider  
SIGNATURE OF THE NOTARY

[Notarial Seal]



*dy*